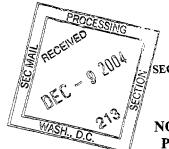
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated avera	ge burden hours
per response	1

SEC USE ONLY Prefix Serial DATE RECEIVED			
Prefix		Serial	
DA	TE RECEIV	/ED	

Name of Offering	(Check if this is a	n amendment an	d name has change	d, and indicate change	.)	
	e Subordinated Note			,	• 7	
Filing Under (Check	box(es) that apply):	☐ Rule 504	☐ Rule 505	Rule 506	☐ Section	4(6) ULOE
Type of Filing:	New Filing	☐ Amendmen	t	_	<del>_</del>	
		A.	BASIC IDENTIF	ICATION DATA		
1. Enter the infor	mation requested abo					
Name of Issuer	( check if this is a	n amendment a	nd name has change	ed, and indicate change	e.)	
Penn Treaty Amer						
Address of Executiv		,	umber and Street, (	City, State, Zip Code)		er (Including Area Code)
	, Allentown, Pennsy				(610) 965-2222	
	l Business Operations	; (N	umber and Street, (	City, State, Zip Code)	Telephone Numbe	r (Including Area Code)
(if different from Ex	ecutive Offices)					
Brief Description of	Business					
Provider of long-te	rm care insurance.					
Type of Business O						04051720
🛛 corporation		*	ip, already formed	other 🗀	(please specify):	04031720
business tru	ıst 🔲 l	mited partnersh	ip, to be formed			
Actual or Estimated	Date of Incorporatio	n or Organizatio		Year 5 ⊠ Actual	] Estimated	
Jurisdiction of Inco	poration or Organiza			Postal Service abbrevia other foreign jurisdict		P A

## GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et. seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

PROCESSED DEC 1 0 2004

> THOMSON FINANCIAL

> > SEC 1972 (6-02)

				A. BASIC IDENTI	FICATION DATA		
2.	Enter the	information re	equested for the fo	llowing:			
	• Eacl	n promoter of t	the issuer, if the is	suer has been organized wit	thin the past five years;		
		n beneficial or rities of the iss		power to vote or dispose,	or direct the vote or di	sposition of,	10% or more of a class of equity
	• Eacl	n executive off	ficer and director of	of corporate issuers and of c	orporate general and ma	naging partne	rs of partnership issuers; and
	<ul> <li>Eacl</li> </ul>	n general and r	managing partner	of partnership issuers.			
Chec	k Box(es)	that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full ]	Name (La	st name first, i	f individual)				
Levi	t, Irving						
Busin	ness or Re	sidence Addre	ss (Number and S	Street, City, State, Zip Code	*)		
c/o P	enn Trea	ty American (	Corporation, 344	0 Lehigh Street, Allentow	n, Pennsylvania 18103		
Chec	k Box(es)	that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director	☐ General and/or Managing Partner
Full 1	Name (La	st name first, i	f individual)				
	t, Jr., Wil						
Busin	ness or Re	sidence Addre	ss (Number and S	Street, City, State, Zip Code	)		
c/o P	enn Trea	ty American (	Corporation, 344	0 Lehigh Street, Allentow	n, Pennsylvania 18103		
Chec	k Box(es)	that Apply:	Promoter	☐Beneficial Owner	☑ Executive Officer	Director	General and/or Managing Partner
Full ]	Name (La	st name first, i	f individual)				
Wait	e, Camer	on B.					
Busin	ness or Re	sidence Addre	ss (Number and S	Street, City, State, Zip Code	2)		
c/o P	enn Trea	ty American (	Corporation, 344	0 Lehigh Street, Allentow	n, Pennsylvania 18103		
Chec	k Box(es)	that Apply:	□Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	General and/or Managing Partner
Full 1	Name (La	st name first, i	f individual)				
	erson, Pat						
Busin	ness or Re	sidence Addre	ss (Number and s	Street, City, State, Zip Code	<del>(</del> )		
c/o P	enn Trea	ty American (	Corporation, 344	0 Lehigh Street, Allentow	n, Pennsylvania 18103		
	- 171	that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	General and/or Managing Partner
		st name first, i	f individual)				
	tier, Mar						
Busin	ness or Re	sidence Addre	ss (Number and S	Street, City, State, Zip Code	2)		
c/o P	enn Trea	ty American (	Corporation, 344	0 Lehigh Street, Allentow	n, Pennsylvania 18103		
Chec	k Box(es)	that Apply:	Promoter	☐ Beneficial Owner	⊠Executive Officer	Director	General and/or Managing Partner
		st name first, i	f individual)				
<u> </u>	r, James						
				Street, City, State, Zip Code			
		· · · · · · · · · · · · · · · · · · ·		0 Lehigh Street, Allentow			
Chec	k Box(es)	that Apply:	Promoter	☐ Beneficial Owner	⊠Executive Officer	Director	☐General and/or Managing Partner
Full 1	Name (La	st name first, i	f individual)		_		· <del></del>
	l, Bruce A						
			•	Street, City, State, Zip Code			
c/o P	enn Trea	ty American (	Corporation, 344	0 Lehigh Street, Allentow	n, Pennsylvania 18103		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if	findividual)				
Valuntas, Christopher P.					
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code)	)		
c/o Penn Treaty American C	Corporation, 3440	Lehigh Street, Allentown	ı, Pennsylvania 18103		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Hindes, Gary E.					
Business or Residence Address	ss (Number and St	reet, City, State, Zip Code)			
c/o Penn Treaty American (	Corporation, 3440	Lehigh Street, Allentown	, Pennsylvania 18103		
Check Box(es) that Apply:	□Promoter	☐Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Clark, Alexander M.					
Business or Residence Addres	ss (Number and St	reet, City, State, Zip Code)	)		
c/o Penn Treaty American (	Corporation, 3440	Lehigh Street, Allentown	, Pennsylvania 18103		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐General and/or Managing Partner
Full Name (Last name first, if	individual)				
Falconio, Patrick E.					
Business or Residence Address	ss (Number and St	reet, City, State, Zip Code)	)		
c/o Penn Treaty American (	Corporation, 3440	Lehigh Street, Allentown	, Pennsylvania 18103		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐General and/or Managing Partner
Full Name (Last name first, if	individual)				
Grebe, Francis R.					
Business or Residence Address	ss (Number and St	reet, City, State, Zip Code)	)		
c/o Penn Treaty American (	Corporation, 3440	Lehigh Street, Allentown	, Pennsylvania 18103		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐General and/or Managing Partner
Full Name (Last name first, if	individual)				
Kaplan, Matthew W.					
Business or Residence Address	ss (Number and St	reet, City, State, Zip Code)	)		
c/o Penn Treaty American (	Corporation, 3440	Lehigh Street, Allentown	i, Pennsylvania 18103		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐General and/or Managing Partner
Full Name (Last name first, if	individual)				
Ross, Peter M.					
Business or Residence Addre	ss (Number and St	treet, City, State, Zip Code	)		
c/o Penn Treaty American (	Corporation, 3440	Lehigh Street, Allentown	n, Pennsylvania 18103		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐General and/or Managing Partner
Full Name (Last name first, if	findividual)				
Stangherlin, Domenic P.					
Business or Residence Addre	ss (Number and St	treet, City, State, Zip Code)	)		
c/o Penn Treaty American C	Corporation, 3440	Lehigh Street, Allentown	ı, Pennsylvania 18103		

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering/   Section   Answer also in Appendix, Column 2, if filing under ULOE.   S.10,200						B. I	NFORMAT	TION ABO	UT OFFE	RING				
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?	-	77 .1						4, 4,		<b>~</b>				
2. What is the minimum investment that will be accepted from any individual?	1.	Has th	ie issuer so	ld, or does						_				
Yes No	2	What	ic the mini	num invact					-					\$1,000
3. Does the offering permit joint ownership of a single unit?	۷.	wilat	is the mini	mum mvest	mem mai w	iii de accep	neu nom ar	ly marvidua	H í	••••••		***************************************	***************	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer only.  Full Name (Last name first, if individual)  Philadelphia Brokerage Corporation  Business or Residence Address (Number and Street, City, State, Zip Code)  992 Old Eagle School Road, Suite 915, Wayne, Pennsylvania 19087  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States).  [AL] [AK] [AZ] [AR] [X] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [X] [MS] [MO] [MT] [X] [NV] [NH] [X] [NM] [X] [NC] [ND] [OH] [OK] [OR] [PA]  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States).  [AL] [AK] [AZ] [AR] [CA] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MN] [MN] [MN] [MN] [MN] [MN	3.	Does t	the offering	permit ioi	nt ownershi	n of a singl	e unit?							
similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, it is the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Philadelphia Brokerage Corporation  Business or Residence Address (Number and Street, City, State, Zip Code)  992 Oid Eagle School Road, Suite 91S, Wayne, Pennsylvania 19087  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)														
Business or Residence Address (Number and Street, City, State, Zip Code)		simila an ass broker	r remunera ociated per or dealer.	tion for sol rson or age If more tha	icitation of p int of a brol an five (5) p	ourchasers ker or deal ersons to b	in connection registered	on with sale d with the	s of securit SEC and/or	ies in the of with a stat	fering. If a e or states,	person to b	e listed is me of the	
Name of Associated Broker or Dealer														
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	992	Old Ea	igle School	Road, Sui	te 915, Wa									
Check "All States" or check individual States)	Nar	ne of As	ssociated B	roker or De	ealer									
[AL] [AK] [AZ] [AR] [X] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [D] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [X] [MS] [MO] [MT] [X] [NV] [NH] [X] [NM] [X] [NC] [ND] [OH] [OK] [OR] [PA] [R] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] [Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or check individual States)	Stat						o Solicit Pu	rchasers						
Till	г							[CT]			rer 1	[GA1	_	
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)														
Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)														
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Bus	siness or	Residence	Address (N	Number and	Street, Cit	y, State, Zip	Code)						
Check "All States" or check individual States)	Ivai	ne or As	ssociated D	TORCI OI DO	Zaici									
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Stat										,,,,,			All States
MT NE NV NH NH NJ NJ NM NY NY NO NH NH NJ NJ NY NY NY NY NA NAME (NY NY NAME)  [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [NC] [NC] [ND] [OH] [OK] [OK] [OR] [PA] [NC] [NC] [NC] [NC] [NC] [NC] [NC] [NC	-	-												
Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)														
Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)						[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	rui.	i inallic (	(Last name	mst, m ma	ividuai)									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Bus	siness or	Residence	Address (1	Number and	Street, Cit	y, State, Zip	Code)						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)														
(Check "All States" or check individual States)	Nar	ne of As	ssociated B	roker or De	ealer									
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Sta								<u>, ,</u>					7.11.0
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Г								[DF]	[DC1	(FL)	[GA]		_
		[L]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering,				
	check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security .		Aggregate ffering Price	An	nount Already Sold
	Debt	\$	0	\$	0
	Equity	\$	0	\$	0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$	10,000,000	\$	10,000,000
	Partnership Interests	\$	0	\$	0
	Other (Limited Liability Company Interest)	\$	0	\$	0
	Total	\$	10,000,000	\$	10,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" is answer is "none" or "zero."		Number	т.	Aggregate ollar Amount
			Investors		of Purchases
	Accredited Investors.	\$	13	\$	10,000,000
	Non-accredited Investors	\$	0	\$	0
	Total (for filings under Rule 504 only)	\$		\$	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				
	Type of offering		Type of	D	ollar Amount
		\$	Security	•	Sold
	Kule 303	Ψ			
	Population A	e		2—	
	Regulation A	\$		\$ \$	
	Rule 504	\$ \$	79.10	\$	
		·		\$	
4.	Rule 504	·		\$	
4.	Rule 504	\$ \$		\$ \$	
4.	Rule 504	\$ \$	. 🗀 \$	\$ \$	3,500
4.	Rule 504	\$ \$		\$ \$	3,500
4.	Rule 504	\$ \$		\$ \$	3,500
4.	Rule 504	\$		\$	3,500 10,000 5,000
4.	Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)	\$ \$		\$ \$	3,500 10,000 5,000
4.	Rule 504	\$ \$		\$	3,500 10,000 5,000

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PR	OCEEDS		
	b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			\$ <u>9,63</u>	1,500
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.				
		Óf Dire Afi	nents to ficers, ctors, & filiates	Ċ	nents To
		□\$		_ □\$	0
	Purchase of real estate	□\$	0	_ 🗆 \$	0
	Purchase, rental or leasing and installation of machinery and equipment	□\$	0	_ 🗆 \$	0
	Construction or leasing of plant buildings and facilities	□\$	0	_ 🗆 \$	00
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□\$	0	_ 🗆 \$	0
	Repayment of indebtedness	□\$	0	_ 🗆 \$	0
	Working capital	□\$	0	_ <b>⊠</b> \$ 7.:	531,500
	Other (specify) Capital Contribution to Subsidiary	□\$	0	_ 🗀 🖺 2.	100,000
	Column Totals	<b>□</b> \$	0	_ <b>⊠</b> \$ 9,	631,500
	Total Payments Listed (column totals added)		<b>⊠</b> \$9	,631,500	
	,				
	D, FEDERAL SIGNATURE				
sig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this no nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commisormation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 50	ssion, up			
	uer (Print or Type) nn Treaty American Corporation Signature	Date Decer	nber 8, 20	04	
	me of Signer (Print or Type) Type of Signer (Print or Type) Executive Vice President -Strategic Operations				7, 111

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE			
1.	Is any party described in 17 CFR 230.262	presently subject to any of the disqualification provision	S	Yes	No
	of such rule?				$\boxtimes$
		See Appendix, Column 5, for state response.			
2.	The undersigned issuer hereby undertake (17 CFR 239.500) at such times as require	s to furnish to any state administrator of any state in whed by state law.	nich this notice is file	ed, a noti	ce on Form D
3.	The undersigned issuer hereby undertake offerees.	s to furnish to the state administrators, upon written req	uest, information fur	nished by	the issuer to
4.		e issuer is familiar with the conditions that must be sati in which this notice is filed and understands that the issue onditions have been satisfied.			
	issuer has read this notification and knows authorized person.	the contents to be true and has duly caused this notice to	be signed on its beha	alf by the	undersigned
	ner (Print or Type) an Treaty American Corporation	Signature	Date December 8, 20	04	
Nar	ne (Print or Type)	Title (Print or Type)			
Car	meron B. Waite	Executive Vice President -Strategic Operations			

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

1	to non- investo	2 ad to sell accredited ars in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ								"	
AR									
CA		х	\$10,000,000 6 1/4% Convertible Subordinated Notes	2	\$2,000,000				Х
СО									
СТ									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
lA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN		X	\$10,000,000 6 1/4% Convertible Subordinated Notes	4	\$1,000,000				X
MS									
МО									

## APPENDIX

1		2	3			4			5		
	to non-a	I to sell accredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
MT											
NE		Х	\$10,000,000 6 1/4% Convertible Subordinated Notes	1	\$2,350,000				Х		
NV											
NH											
NJ		х	\$10,000,000 6 1/4% Convertible Subordinated Notes	3	\$4,000,000				X		
NM											
NY		х	\$10,000,000 6 1/4% Convertible Subordinated Notes	3	\$650,000				х		
NC											
ND											
ОН			**************************************								
OK											
OR						-					
PA											
RI			3 1935 - 27 (1845) - 7 (4) - 1								
SC											
SD											
TN											
TX											
UT											
VT											
VA											
WA											
wv											
WI											
WY											
PR											